

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

SEP 30 2 47 PM '97

September 30, 1997

RECORDATION NO. 20901 FILED

SEP 30 '97

2-50 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Lease Agreement, dated September 27, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Corporation
50 Kennedy Plaza
Providence, Rhode Island 02903

Lessee: The Burlington Northern and Santa Fe
Railway Company
1700 East
Schaumburg, Illinois 60173

A description of the railroad equipment covered by the enclosed document is:

131 covered coil steel cars bearing reporting marks and road numbers:

BNSF 535344 through BNSF 534418
BNSF 534420 through BNSF 534475

Confidential - E. Alvord

Mr. Vernon A. Williams
September 30, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF MASTER LEASE AGREEMENT

Memorandum of Master Lease Agreement, made and entered into on September 27, 1997, and Lease Schedule No. 03365-00007, dated September 27, 1997, by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

WITNESSETH

The undersigned have entered into that certain Master Lease Agreement, dated September 27, 1997, whereby the Lessor has agreed to lease to the Lessee and Lessee has agreed to lease from the Lessor certain tank cars bearing road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Master Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

RECORDATION NO. 20901 FILED

SEP 30 '97 2-50 PM

By: 

Name:

John J. Gould

Title:

Vice President

THE BURLINGTON NORTHERN
AND SANTA FE RAILWAY COMPANY

By: _____

Name: Paul Weyandt

Title: Assistant Vice President

Executed on this 27th day of September, 1997.

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

September 27, 1997

On this the 27th day of September, 1997, before me, the undersigned officer, personally appeared Paul Weyandt who acknowledged himself to be an Assistant Vice President of The Burlington Northern and Santa Fe Railway Company, and that he as such Assistant Vice President, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his free act and deed individually and as such Assistant Vice President, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself as such Assistant Vice President.

IN WITNESS WHEREOF, I hereunto set my hand.

Notary Public

My Commission Expires: _____

STATE OF RHODE ISLAND)
) ss:
COUNTY OF PROVIDENCE)

September 27, 1997

On this the 27th day of September, 1997, before me, the undersigned officer, personally appeared John J. Gould, who acknowledged himself to be a(n) Vice President of Fleet Capital Corporation, and that he/she as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS HEREOF, I hereunto set my hand.

Mary J. McFarland
Notary Public

My Commission Expires: 6/29/97



EXHIBIT A

Attached to and made a part of the following: Memorandum of Master Lease
with The Burlington Northern and Santa Fe Railway Company

QTY	DESCRIPTION	MARKING NUMBERS
131	1997 Trinity Industries Inc. Covered Coil Steel Cars	BNSF 534344 - BNSF 534418 BNSF 534420 - BNSF 534475

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

DEPRECIABLE TAX LIFE IS SEVEN YEARS

FLEET CAPITAL CORPORATION

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

BY: _____

BY: _____

NAME: JOHN J. GOULD

NAME: _____

TITLE: VICE PRESIDENT

TITLE: _____

MEMORANDUM OF MASTER LEASE AGREEMENT

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WITNESSETH

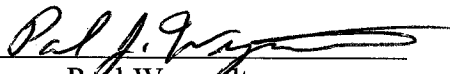
The undersigned have entered into that certain Master Lease Agreement, dated September 27, 1997, whereby the Lessor has agreed to lease to the Lessee and Lessee has agreed to lease from the Lessor certain tank cars bearing road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Master Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

By: _____
Name:
Title:

THE BURLINGTON NORTHERN
AND SANTA FE RAILWAY COMPANY

By: 
Name: Paul Weyandt
Title: Assistant Vice President - Finance
AND Assistant Treasurer

Executed on this 27th day of September, 1997.

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

September 27, 1997

On this the 27th day of September, 1997, before me, the undersigned officer, personally appeared Paul Weyandt who acknowledged himself to be an Assistant Vice President of The Burlington Northern and Santa Fe Railway Company, and that he as such Assistant Vice President, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his free act and deed individually and as such Assistant Vice President, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself as such Assistant Vice President.

IN WITNESS WHEREOF, I hereunto set my hand.



Dorothy V. Schaetzle
Notary Public

My Commission Expires: 11/20/00

STATE OF RHODE ISLAND)
) ss:
COUNTY OF PROVIDENCE)

September 27, 1997

On this the 27th day of September, 1997, before me, the undersigned officer, personally appeared _____, who acknowledged himself to be a(n) _____ of Fleet Capital Corporation, and that he/she as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS HEREOF, I hereunto set my hand.

Notary Public

My Commission Expires: _____



EXHIBIT A

Attached to and made a part of the following: Memorandum of Master Lease
with The Burlington Northern and Santa Fe Railway Company

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WITH ALL STANDARD AND ACCESSORY EQUIPMENT

DEPRECIABLE TAX LIFE IS SEVEN YEARS

FLEET CAPITAL CORPORATION

BY: _____

NAME: _____

TITLE: _____

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

BY: Paul J. Weyandt

NAME: PAUL J. WEYANDT

TITLE: ASSISTANT VICE PRESIDENT-FINANCE
AND ASSISTANT TREASURER